

**Federal City Performing Arts Association
Gay Men's Chorus of Washington
Board of Directors
Meeting Minutes**

Regular meeting of the 2006-2007 Board of Directors
Offices of Holland & Knight, 2099 Pennsylvania Ave, NW, Washington, DC
Monday, September 25, 2006

Present

Board: S. Bennett, C. Brookshire, R. Capps, S. Derrevere, J. Gerard, M. Hill, S. Herman, G. Kubiak, J. Lee, R. Mahaffey, K. McGee, D. Patton, P. Pompeo

Ex-officio:

J. Quinones

Staff:

J. Buhrman, A. Hoffmann

Guest:

L. Boylan, H. Lewis

Absent

L. Guillemette, R. Hall (proxy to Hill), H. Hartley, S. Katsurinis (proxy to Lee),

Proceedings

- 1) Chairman Kubiak called the meeting to order at 7:00 PM.
- 2) Chairman Kubiak reviewed the process for establishing a consent agenda and said he will note a final deadline for input to the agenda 24-48 hours prior to full Board meetings.
- 3) Treasurer Lee answered questions about the August Financial Report.
- 4) A motion by Hill with a second by Patton was approved without dissent to accept and approve the Consent Agenda consisting of the Meeting Minutes of August 13, the Report of the Chair w/ Organization Chart, the Treasurer's Report, President's Report, and Reports of the Executive Director, Artistic Director and the Report of the Development Committee.
- 5) Treasurer Lee reported on the Budget for Fiscal Year 2007. The budget was accepted unanimously on a motion by Bennett and a second by Mahaffey.
- 6) McGee moved to accept the revised Bylaws as presented. The motion passed without dissent after a second by Mahaffey.
- 7) On motions made by Patton and seconded by Quinones, Patton presented five amendments to the Bylaws:

Proposed amendment #1 to Article III, **Membership**, Section 2
Requirements. "The criteria for membership are musical ability, attendance,

service, and payment of dues. The Board of Directors shall establish requirements based on those criteria. The Board shall, from time to time, review these requirements and make appropriate revisions”.

Proposed amendment #1 passed without dissent (with a second by Gerard)

Proposed amendment #2 to Article III **Membership**, Section 3, Classification paragraph a (3) “Members of the Board of Directors are those elected or appointed as provided by these Bylaws and who fulfill the requirements for this category of membership as established by the Board of Directors.”

Proposed Amendment #2 passed with one abstention.

Proposed Amendment #3 was withdrawn by Patton.

Proposed Amendment # 4 to Article IV **Board of Directors**, Section 3, Term “The term of office for an elected member of the Board of Directors is three years. No person who has served six or more consecutive years, in any combination of elected, appointed, or ex-officio status, shall be eligible for election until that person has had a break in service of at least 1 year. Membership on the Board of Directors in any current or previous ex-officio capacity does not restrict a Director from completing any three- year term to which he/she is elected. For purposes of the Section, a “year” is defined as the approximately 12 month period between the Board’s Initial Meetings as defined in Article IV, Section 8.

Proposed Amendment #4 was passed by a vote of 9 Yea, 5 Nay, and 1 Abstention

Proposed Amendment #5 to Article VI **Committees**, Section 5, The Executive Committee “The Standing Committee established by these Bylaws is the Executive Committee. The Executive Committee is comprised of the Officers of the Board of Directors, as well as the Chorus President. The Executive Committee shall handle all matters referred to it by the Board of Directors. The Executive Committee’s principal responsibility is to plan the agenda of the Board of Director’s meetings and provide the Chairman and the Board of Directors with executive support.

Proposed Amendment #5 was defeated by a vote of 3 Yea and 5 Nay.

Required Actions

- A. Present Bylaws to Chorus Membership for approval at Annual Meeting.
- 8) Herman gave a brief report on the development of the Strategic Plan. It is essential to identify key personnel to manage each stage of the plan. One important function will describe the balance between the activities and responsibilities of volunteers vs. paid staff. Kubiak suggested as the next step that the committee chair, officers and staff meet to prepare the Strategic Plan for the next meeting.

Required Actions

- A. Identify key personnel
- B. Meet to prepare Strategic Plan
- C. Establish method of identifying milestone landmarks as they are achieved

9) On a motion by Lee and a second by Pompeo, the Chair adjourned the meeting at 9:10 PM with thanks to Mr. Pompeo for the hospitality of his firm.

The next meeting will be held on November 27 at a site to be determined.

Respectfully submitted,

Kathleen A. McGee
September 26, 2006